

<p style="text-align: center;">PRUDENTIAL FINANCIAL, INC. LEAD INDEPENDENT DIRECTOR CHARTER</p>

If the Chairman of the Board and Chief Executive Officer are the same person, the independent directors of Prudential Financial, Inc. Board of Directors will annually elect a non-management, independent director to serve in a lead capacity. Although annually elected, the Lead Independent Director is generally expected to serve for more than one year, but no more than three years.

The Lead Independent Director coordinates the activities of the other non-management directors, and performs such other duties and responsibilities as the Board of Directors or the independent directors may determine.

The specific responsibilities of the Lead Independent Director are as follows:

Executive Sessions:

- Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors.

Independent Directors Meetings:

- Be authorized to call meetings of the independent directors.

Chairman Liaison:

- Facilitates communication between the Chairman and the independent directors.

Provision of Information to the Board:

- Approve information sent to the Board, including the quality, quantity, appropriateness and timeliness of such information.
- Approve meeting agendas for the Board.
- Approve meeting schedules to assure there is sufficient time for discussion of all agenda items.

Outside Advisors and Consultants:

- Be authorized to retain outside advisors and consultants who report directly to the Board of Directors and/or the independent directors (in the Lead Independent Director's discretion) on Board-wide issues.

Shareholder / Key Constituent Communication:

- Communicate with shareholders and other key constituents, as appropriate.

Other Responsibilities:

- Meet directly with management and non-management employees of the Company.
- Engages with other independent directors to identify matters for discussion at executive sessions of independent directors and advises the Chairman of any decisions reached, and suggestions made at executive sessions.
- In collaboration with the Corporate Governance and Business Ethic Committee, address Board effectiveness, performance and composition.